



**July 20, 2018**

**The Manager - Listing**  
BSE Limited,

**The Manager - Listing**  
National Stock Exchange of India Ltd.

Dear Sir,

**Sub: 72<sup>nd</sup> Annual General Meeting -Voting Results**

**Ref: BSE: 507685 and NSE: WIPRO**

In accordance with the Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, please find enclosed the voting results and Scrutinizer's Report on the resolutions passed at the Annual General Meeting held on July 19, 2018 for your information and records.

Other details regarding the attendance at the Annual General Meeting are provided in Annexure 1

Thanking You

**For WIPRO LIMITED**

A handwritten signature in blue ink, appearing to read "M Sanaulla Khan", is positioned below the text "For WIPRO LIMITED".

**M Sanaulla Khan**  
**Company Secretary**

**Encl: As above**

Registered Office:

Wipro Limited  
Doddakannelli  
Sarjapur Road  
Bengaluru 560 035  
India

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**Annexure I**

| SL.NO | DESCRIPTION   |                   |  |            |                      |              |
|-------|---|-------------------|--|------------|----------------------|--------------|
| A     | DATE OF AGM   |                   | July 19, 2018  |            |                      |              |
| B     | BOOK CLOSURE DATE   |                   | July 17, 2018 TO July 19, 2018 (Both days inclusive) |            |                      |              |
| C     | TOTAL NUMBER OF SHAREHOLDERS ON RECORD (CUT-OFF) DATE                               |                   | 287670   |            |                      |              |
| D     | NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY         |                   | 331  |            |                      |              |
|       | SHAREHOLDERS  | PRESENT IN PERSON | PRESENT THROUGH PROXY                                | TOTAL      | SHARES               | % TO CAPITAL |
|       | PROMOTER AND PROMOTER GROUP   | 14                | 0  | 14         | 2,725,274,690        | 60.24        |
|       | PUBLIC  | 309               | 8  | 317        | 101,986,865          | 2.25         |
|       | <b>TOTAL</b>  | <b>323</b>        | <b>8</b>   | <b>331</b> | <b>2,827,261,555</b> | <b>62.49</b> |
| E     | No. of shareholders attended the meeting through Video conferencing: Not Applicable |                   |  |            |                      |              |
|       | Promoters and Promoters Group: Not Applicable                                       |                   |  |            |                      |              |
|       | Public: Not Applicable  |                   |  |            |                      |              |



| WIPRO LIMITED   |                |
|---|----------------|
| Date of the AGM/EGM   | 19-07-2018     |
| Total number of shareholders on record date (cut off date)                    | 287670         |
| No. of shareholders present in the meeting either in person or through proxy: |                |
| Promoters and Promoter Group:   | 14             |
| Public:   | 317            |
| No. of Shareholders attended the meeting through Video Conferencing           |                |
| Promoters and Promoter Group:   | Not Applicable |
| Public:   | Not Applicable |

| Resolution No.  | 1   |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon. |                        |                         |  |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes- to the extent of their shareholding  |                        |                         |  |                              |                            |  |  |
| Category  | Mode of Voting  | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting  | 3,36,19,97,805         | 2,72,79,30,022          | 81.14  | 2,72,79,30,022               | -                          | 100.00   | -  |
|   | Poll  |                        | -                       | -  | -                            | -                          | -  | -  |
|   | Postal Ballot (if applicable)   |                        | -                       | -  | -                            | -                          | -  | -  |
|   | <b>Total</b>  |                        | <b>2,72,79,30,022</b>   | <b>81.14</b>   | <b>2,72,79,30,022</b>        | <b>-</b>                   | <b>100.00</b>  | <b>-</b>   |
| Public- Institutions  | E-Voting  | 71,74,78,738           | 58,08,41,730            | 80.96  | 58,08,41,730                 | -                          | 100.00   | -  |
|   | Poll  |                        | -                       | -  | -                            | -                          | 0.00   | -  |
|   | Postal Ballot (if applicable)   |                        | -                       | -  | -                            | -                          | 0.00   | -  |
|   | <b>Total</b>  |                        | <b>58,08,41,730</b>     | <b>80.96</b>   | <b>58,08,41,730</b>          | <b>-</b>                   | <b>100.00</b>  | <b>-</b>   |
| Public- Non Institutions  | E-Voting  | 44,45,18,904           | 1,61,26,500             | 3.63   | 1,61,25,723                  | 777                        | 100.00   | 0.00   |
|   | Poll  |                        | 7,23,23,484             | 16.27  | 7,22,89,966                  | 33,518                     | 99.95  | 0.05   |
|   | Postal Ballot (if applicable)   |                        | -                       | -  | -                            | -                          | -  | -  |
|   | <b>Total</b>  |                        | <b>8,84,49,984</b>      | <b>19.90</b>   | <b>8,84,15,689</b>           | <b>34,295</b>              | <b>99.96</b>   | <b>0.04</b>  |
|   | <b>Total</b>  | <b>4,52,39,95,447</b>  | <b>3,39,72,21,736</b>   | <b>75.09</b>   | <b>3,39,71,87,441</b>        | <b>34,295</b>              | <b>99.99</b>   | <b>0.01</b>  |





| Resolution No.  | 2   |                        |                         |   |                              |                            |   |   |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To confirm the payment of Interim Dividend of Rs.1 per equity share already paid during the year as the Final Dividend for the financial year 2017-18. |                        |                         |   |                              |                            |   |   |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes- to the extent of their shareholding  |                        |                         |   |                              |                            |   |   |
| Category  | Mode of Voting  | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting  | 3,36,19,97,805         | 2,72,79,30,022          | 81.14   | 2,72,79,30,022               | -                          | 100.00  | -   |
|   | Poll  |                        | -                       | -   | -                            | -                          | -   | -   |
|   | Postal Ballot (if applicable)   |                        | -                       | -   | -                            | -                          | -   | -   |
|   | <b>Total</b>  |                        | <b>2,72,79,30,022</b>   | <b>81.14</b>  | <b>2,72,79,30,022</b>        | <b>-</b>                   | <b>100.00</b>   | <b>-</b>  |
| Public- Institutions  | E-Voting  | 71,74,78,738           | 58,31,58,571            | 81.28   | 57,94,54,889                 | 37,03,682                  | 99.36   | 0.64  |
|   | Poll  |                        | -                       | -   | -                            | -                          | -   |   |
|   | Postal Ballot (if applicable)   |                        | -                       | -   | -                            | -                          | -   |   |
|   | <b>Total</b>  |                        | <b>58,31,58,571</b>     | <b>81.28</b>  | <b>57,94,54,889</b>          | <b>37,03,682</b>           | <b>99.36</b>  | <b>0.64</b>   |
| Public- Non Institutions  | E-Voting  | 44,45,18,904           | 1,61,52,454             | 3.63  | 1,61,50,614                  | 1,840                      | 99.99   | 0.01  |
|   | Poll  |                        | 7,23,38,062             | 16.27   | 7,22,97,784                  | 40,278                     | 99.94   | 0.06  |
|   | Postal Ballot (if applicable)   |                        | -                       | -   | -                            | -                          | -   |   |
|   | <b>Total</b>  |                        | <b>8,84,90,516</b>      | <b>19.91</b>  | <b>8,84,48,398</b>           | <b>42,118</b>              | <b>99.95</b>  | <b>0.05</b>   |
| <b>Total</b>  |   | <b>4,52,39,95,447</b>  | <b>3,39,95,79,109</b>   | <b>75.15</b>  | <b>3,39,58,33,309</b>        | <b>37,45,800</b>           | <b>99.89</b>  | <b>0.11</b>   |



| Resolution No.  | 3  |                        |                         |   |                              |                            |   |   |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To consider appointment of a Director in place of Mr. Rishad A Premji (DIN: 02983899) who retires by rotation and being eligible, offers himself for reappointment. |                        |                         |   |                              |                            |   |   |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes- to the extent of their shareholding   |                        |                         |   |                              |                            |   |   |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting   | 3,36,19,97,805         | 2,72,79,30,022          | 81.14   | 2,72,79,30,022               | -                          | 100.00  | -   |
|   | Poll   |                        | -                       | -   | -                            | -                          | -   | -   |
|   | Postal Ballot (if applicable)  |                        | -                       | -   | -                            | -                          | -   | -   |
|   | <b>Total</b>   |                        | <b>2,72,79,30,022</b>   | <b>81.14</b>  | <b>2,72,79,30,022</b>        | <b>-</b>                   | <b>100.00</b>   | <b>-</b>  |
| Public- Institutions  | E-Voting   | 71,74,78,738           | 58,31,58,571            | 81.28   | 57,75,97,809                 | 55,60,762                  | 99.05   | 0.95  |
|   | Poll   |                        | -                       | -   | -                            | -                          | -   | -   |
|   | Postal Ballot (if applicable)  |                        | -                       | -   | -                            | -                          | -   | -   |
|   | <b>Total</b>   |                        | <b>58,31,58,571</b>     | <b>81.28</b>  | <b>57,75,97,809</b>          | <b>55,60,762</b>           | <b>99.05</b>  | <b>0.95</b>   |
| Public- Non Institutions  | E-Voting   | 44,45,18,904           | 1,61,52,790             | 3.63  | 1,61,51,213                  | 1,577                      | 99.99   | 0.01  |
|   | Poll   |                        | 7,23,24,913             | 16.27   | 7,13,80,961                  | 9,43,952                   | 98.69   | 1.31  |
|   | Postal Ballot (if applicable)  |                        | -                       | -   | -                            | -                          | -   | -   |
|   | <b>Total</b>   |                        | <b>8,84,77,703</b>      | <b>19.90</b>  | <b>8,75,32,174</b>           | <b>9,45,529</b>            | <b>98.93</b>  | <b>1.07</b>   |
| <b>Total</b>  |  | <b>4,52,39,95,447</b>  | <b>3,39,95,66,296</b>   | <b>75.15</b>  | <b>3,39,30,60,005</b>        | <b>65,06,291</b>           | <b>99.81</b>  | <b>0.19</b>   |



| Resolution No.  | 4   |                        |                         |   |                              |                            |   |   |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Re-appointment of Ms. Ireena Vittal (DIN: 05195656) as an Independent Director of the Company |                        |                         |   |                              |                            |   |   |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes- to the extent of their shareholding  |                        |                         |   |                              |                            |   |   |
| Category  | Mode of Voting  | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting  | 3,36,19,97,805         | 2,72,79,30,022          | 81.14   | 2,72,79,30,022               | 0                          | 100.00  | -   |
|   | Poll  |                        | -                       | -   | -                            | -                          | -   | -   |
|   | Postal Ballot (if applicable)   |                        | -                       | -   | -                            | -                          | -   | -   |
|   | <b>Total</b>  |                        | <b>2,72,79,30,022</b>   | <b>81.14</b>  | <b>2,72,79,30,022</b>        | <b>0</b>                   | <b>100.00</b>   | <b>-</b>  |
| Public- Institutions  | E-Voting  | 71,74,78,738           | 57,95,99,438            | 80.78   | 32,53,56,914                 | 25,42,42,524               | 56.13   | 43.87   |
|   | Poll  |                        | -                       | -   | -                            | -                          | -   | -   |
|   | Postal Ballot (if applicable)   |                        | -                       | -   | -                            | -                          | -   | -   |
|   | <b>Total</b>  |                        | <b>57,95,99,438</b>     | <b>80.78</b>  | <b>32,53,56,914</b>          | <b>25,42,42,524</b>        | <b>56.13</b>  | <b>43.87</b>  |
| Public- Non Institutions  | E-Voting  | 44,45,18,904           | 1,61,51,871             | 3.63  | 1,61,50,314                  | 1,557                      | 99.99   | 0.01  |
|   | Poll  |                        | 7,23,33,571             | 16.27   | 65,44,028                    | 6,57,89,543                | 9.05  | 90.95   |
|   | Postal Ballot (if applicable)   |                        | -                       | -   | -                            | -                          | -   | -   |
|   | <b>Total</b>  |                        | <b>8,84,85,442</b>      | <b>19.91</b>  | <b>2,26,94,342</b>           | <b>6,57,91,100</b>         | <b>25.65</b>  | <b>74.35</b>  |
| <b>Total</b>  |   | <b>4,52,39,95,447</b>  | <b>3,39,60,14,902</b>   | <b>75.07</b>  | <b>3,07,59,81,278</b>        | <b>32,00,33,624</b>        | <b>90.58</b>  | <b>9.42</b>   |





# V. SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 32/33, 1<sup>st</sup> and 2<sup>nd</sup> Floor, GNR Complex, 8<sup>th</sup> Cross,  
Wilson Garden, Bengaluru 560 027

+91 80 222 90 394 compliance@sreedharancs.com



Form No. MGT-13

## REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Seventy Second Annual General Meeting of the Equity Shareholders of "Wipro Limited" held on July 19, 2018 at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opposite Tower 8, No. 72, Keonics, Electronics City, Hosur Road, Bengaluru - 561 229 at 4 p.m.

Sir,

I, V. Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system ("Instapoll") at the Annual General Meeting.



The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Seventy Second Annual General Meeting of the Equity Shareholders dated June 08, 2018. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system and Instapoll provided by Karvy Computershare Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the General Meeting by Instapoll at the venue of the AGM.

**We submit our report as under:**

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 a.m. Sunday, July 15, 2018 up to 5.00 p.m. Wednesday, July 18, 2018.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip was sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.

**B. Relating to voting at the AGM:**

**Instapoll**

After the conclusion of the AGM, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

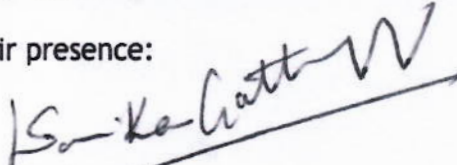




**C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:**

1. The voting rights were reckoned as on Wednesday, July 11, 2018 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and instapoll at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 19, 2018 at 5.47 P.M. in the presence of two witnesses, namely Ms. Devika Sathyanarayana residing at 2<sup>nd</sup> Floor, No. 86, Divinity Apartments, 9<sup>th</sup> Main, RPC Layout, Vijayanagar, Bangalore 560104 and Mr. Pradeep B. Kulkarni residing at 53/1-A, SPL Sree Theertha Apartment, 4<sup>th</sup> Main, 17<sup>th</sup> Cross, Malleshwaram, Bengaluru 560055, who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:

  
(Devika Sathyanarayana)

  
(Pradeep B. Kulkarni)

3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted "For" and/or "Against" through voting at the Annual General Meeting by electronic means (Instapoll).



4. The combined result of remote e-voting and poll is as under:

**a) RESOLUTION 1**

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.

**(i) Voted in favour of Resolution**

| Particulars  | Remote E-voting | Instapoll (E-Voting at AGM) | Total          |
|--|-----------------|-----------------------------|----------------|
| Number of Members present and voting (in person or by proxy) | 868             | 204                         | 1,072          |
| Number of votes cast by them                                 | 3,32,48,97,475  | 7,22,89,966                 | 3,39,71,87,441 |
| % of Total Number of valid votes cast                        | 100%            | 99.95%                      | 99.99%         |



(ii) Voted against the resolution

| Particulars  | Remote<br>E-voting | Instapoll<br>(E-<br>Voting at<br>AGM) | Total  |
|--|--------------------|---------------------------------------|--------|
| Number of Members present and voting (in person or by proxy) | 5                  | 5                                     | 10     |
| Number of votes cast by them                                 | 777                | 33,518                                | 34,295 |
| % of Total Number of valid votes cast                        | Negligible         | 0.05%                                 | 0.01%  |

(iii) Invalid Votes - NIL





**b) RESOLUTION 2**

To confirm the payment of Interim Dividend of ₹1 per equity share already paid during the year as the Final Dividend for the financial year 2017-18.

**(i) Voted in favour of Resolution**

| Particulars  | Remote E-voting | Instapoll (E-Voting at AGM) | Total          |
|--|-----------------|-----------------------------|----------------|
| Number of Members present and voting (in person or by proxy) | 859             | 203                         | 1,062          |
| Number of votes cast by them                                 | 3,32,35,35,525  | 7,22,97,784                 | 3,39,58,33,309 |
| % of Total Number of valid votes cast                        | 99.89%          | 99.94%                      | 99.89%         |



(ii) Voted against the resolution

| Particulars  | Remote E-voting | Instapoll (E-Voting at AGM) | Total     |
|--|-----------------|-----------------------------|-----------|
| Number of Members present and voting (in person or by proxy) | 21              | 5                           | 26        |
| Number of votes cast by them                                 | 37,05,522       | 40,278                      | 37,45,800 |
| % of Total Number of valid votes cast                        | 0.11%           | 0.06%                       | 0.11%     |

(iii) Invalid Votes - NIL



**c) RESOLUTION 3**

To consider appointment of a Director in place of Mr. Rishad A. Premji (DIN 02983899) who retires by rotation and being eligible, offers himself for reappointment.

**(i) Voted in favour of Resolution**

| Particulars  | Remote E-voting | Instapoll (E-Voting at AGM) | Total          |
|--|-----------------|-----------------------------|----------------|
| Number of Members present and voting (in person or by proxy) | 858             | 200                         | 1,058          |
| Number of votes cast by them                                 | 3,32,16,79,044  | 7,13,80,961                 | 3,39,30,60,005 |
| % of Total Number of valid votes cast                        | 99.83%          | 98.69%                      | 99.81%         |





(ii) Voted against the resolution

| Particulars  | Remote E-voting | Instapoll (E-Voting at AGM) | Total     |
|--|-----------------|-----------------------------|-----------|
| Number of Members present and voting (in person or by proxy) | 26              | 8                           | 34        |
| Number of votes cast by them                                 | 55,62,339       | 9,43,952                    | 65,06,291 |
| % of Total Number of valid votes cast                        | 0.17%           | 1.31%                       | 0.19%     |

(iii) Invalid Votes - NIL



**d) RESOLUTION 4**

Re-appointment of Ms. Ireena Vittal (DIN 05195656) as an Independent Director of the Company.

**(i) Voted in favour of Resolution**

|  | Remote E-voting | Instapoll<br>(E-Voting at<br>AGM) | Total          |
|--|-----------------|-----------------------------------|----------------|
| Number of Members present and voting (in person or by proxy) | 454             | 202                               | 656            |
| Number of votes cast by them                                 | 3,06,94,37,250  | 65,44,028                         | 3,07,59,81,278 |
| % of Total Number of valid votes cast                        | 92.35%          | 9.05%                             | 90.58%         |



(ii) Voted against the resolution -

|  | Remote E-voting | Instapoll (E-Voting at AGM) | Total        |
|--|-----------------|-----------------------------|--------------|
| Number of Members present and voting (in person or by proxy) | 419             | 6                           | 425          |
| Number of votes cast by them                                 | 25,42,44,081    | 6,57,89,543                 | 32,00,33,624 |
| % of Total Number of valid votes cast                        | 7.65%           | 90.95%                      | 9.42%        |

(iii) Invalid Votes - NIL

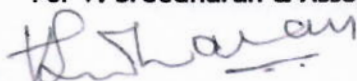
e) A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

5. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)  
Partner  
FCS 2347; CP No. 833

Bengaluru  
July 20, 2018